



CORPORATION SERVICE COMPANY

RECORDATION NO. 24396-C FILED

JUN 20 '06

4-45 PM

SURFACE TRANSPORTATION BOARD



June 19, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 186179/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 17, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **GEORGIA POWER COMPANY**  
600 North 18<sup>th</sup> Street, 14N-8163 Birmingham, AL

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **GEORGIA POWER COMPANY**  
Covering 100-4,300 C.F. aluminum bottom discharge coal hopper (6096/6195) INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #24396B dated 01/21/2005 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17<sup>th</sup> day of February, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and GEORGIA POWER COMPANY, a Georgia corporation, with an address at 600 North 18<sup>th</sup> Street, 14N-8163, Birmingham, Alabama (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 28, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on January 21, 2005 and given Recordation Number 24396B.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GEORGIA POWER COMPANY

By: Christopher C. Womack  
Name: Christopher C. Womack  
Title: Sr. V.P.

# Schedule A

## Number of Cars

## Equipment Description

100	4,300 C.F. aluminum bottom discharge coal hopper				
1	GALX	6096	53	GALX	6148
2	GALX	6097	54	GALX	6149
3	GALX	6098	55	GALX	6150
4	GALX	6099	56	GALX	6151
5	GALX	6100	57	GALX	6152
6	GALX	6101	58	GALX	6153
7	GALX	6102	59	GALX	6154
8	GALX	6103	60	GALX	6155
9	GALX	6104	61	GALX	6156
10	GALX	6105	62	GALX	6157
11	GALX	6106	63	GALX	6158
12	GALX	6107	64	GALX	6159
13	GALX	6108	65	GALX	6160
14	GALX	6109	66	GALX	6161
15	GALX	6110	67	GALX	6162
16	GALX	6111	68	GALX	6163
17	GALX	6112	69	GALX	6164
18	GALX	6113	70	GALX	6165
19	GALX	6114	71	GALX	6166
20	GALX	6115	72	GALX	6167
21	GALX	6116	73	GALX	6168
22	GALX	6117	74	GALX	6169
23	GALX	6118	75	GALX	6170
24	GALX	6119	76	GALX	6171
25	GALX	6120	77	GALX	6172
26	GALX	6121	78	GALX	6173
27	GALX	6122	79	GALX	6174
28	GALX	6123	80	GALX	6175
29	GALX	6124	81	GALX	6176
30	GALX	6125	82	GALX	6177
31	GALX	6126	83	GALX	6178
32	GALX	6127	84	GALX	6179
33	GALX	6128	85	GALX	6180
34	GALX	6129	86	GALX	6181
35	GALX	6130	87	GALX	6182
36	GALX	6131	88	GALX	6183
37	GALX	6132	89	GALX	6184
38	GALX	6133	90	GALX	6185
39	GALX	6134	91	GALX	6186
40	GALX	6135	92	GALX	6187
41	GALX	6136	93	GALX	6188
42	GALX	6137	94	GALX	6189
43	GALX	6138	95	GALX	6190
44	GALX	6139	96	GALX	6191
45	GALX	6140	97	GALX	6192
46	GALX	6141	98	GALX	6193
47	GALX	6142	99	GALX	6194
48	GALX	6143	100	GALX	6195
49	GALX	6144			
50	GALX	6145			
51	GALX	6146			
52	GALX	6147			